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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCK BOX # 358145		FCC/MELLON MAR 31 2004	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Lukas, Nace, Gutierrez & Sachs, Chartered		(3) TOTAL AMOUNT PAID (U S Dollars and cents) \$860.00	
(4) STREET ADDRESS LINE NO 1 1111 Nineteenth St., N.W., Ste. 1200			
(5) STREET ADDRESS LINE NO 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20036
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 857-3500		(10) COUNTRY CODE (if not in U S A)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003746385			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Motion Telecom, Inc.			
(14) STREET ADDRESS LINE NO 1 7101 S. Fulton St., Ste. 200			
(15) STREET ADDRESS LINE NO 2			
(16) CITY Centennial		(17) STATE CO	(18) ZIP CODE 80112
(19) DAYTIME TELEPHONE NUMBER (include area code) (303) 784-5329		(20) COUNTRY CODE (if not in U S A)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0009146796			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID transfer and control	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$860.00	(27A) TOTAL FEE \$860.00		
(28A) FCC CODE 1		(29A) FCC CODE 2 Application filed on paper; file no. unknown	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief SIGNATURE _____ DATE _____			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described SIGNATURE _____ DATE _____			

LUKAS, NACE, GUTIERREZ & SACHS

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March 31, 2004

Federal Communications Commission
Wireline Competition Bureau
P.O. Box 358145
Pittsburgh, PA 152251-5145

Re: Application for Authorization of Transfer of Control Relating to
Section 214 Authorization for Resale of Domestic
Telecommunications Services

On behalf of Motion Telecom, Inc. ("MTI"), the Victor and Anamaria Mitchell Family Partnership ("Mitchell Family LP") and Wireless Channels, Inc. ("WCI") (collectively "Applicants") transmitted herewith are an original and six (6) copies of an application for nunc pro tunc approval of a transfer of control of MTI to WCI. MTI is authorized under Section 214 of the Communications Act to provide resold telecommunications services to domestic points on a nondominant basis.

Also enclosed is a check in the amount of \$860.00 payable to the Federal Communications Commission to cover the filing fee for this application as well as a completed Remittance Form 159. An additional copy of this filing for date-stamp and return to the delivering courier has been provided as well. Please do not hesitate to contact the undersigned if you have any questions regarding this filing.

Respectfully submitted,



Marilyn S. Mense

Enclosures

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of)	
)	
MOTION TELECOM, INC.)	
)	
Section 214 Authorization Holder)	File No. _____
)	
VICTOR AND ANAMARIA MITCHELL)	
FAMILY PARTNERSHIP)	
)	
Transferor)	
)	
and)	
)	
WIRELESS CHANNELS, INC.)	
)	
Transferee)	

**APPLICATION FOR APPROVAL NUNC PRO TUNC OF THE
TRANSFER OF CONTROL OF ENTITY HOLDING
SECTION 214 AUTHORIZATION FOR RESALE
OF DOMESTIC TELECOMMUNICATIONS SERVICES**

Pursuant to the rules of the Federal Communications Commission ("FCC" or "Commission"), 47 C.F.R. Part 63, Motion Telecom, Inc. ("MTI"), the Victor and Anamaria Mitchell Family Partnership ("Mitchell Family LP") and Wireless Channels, Inc. ("WCI") (collectively "Applicants") hereby submit an application for *nunc pro tunc* approval of a transfer of control of MTI to WCI. MTI is authorized under Section 214 of the Communications Act to provide resold telecommunications services to domestic points on a nondominant basis. WCI is a holding company, not a common carrier, and does not have any Section 214 authorizations. The Applicants request that this application be processed on a streamlined basis.

I. Summary of Transaction

MTI resells intrastate and interstate long distance service, including private line, frame relay,

switched and data services within the continental 48 states. MTI relies on “blanket” Section 214 authorization granted by the Commission for domestic resale operations.¹ MTI is a Colorado corporation that is a wholly-owned subsidiary of Advantage Advisory Service, Inc. (“AAS”).

Controlling stock ownership of AAS was transferred on March 10, 2004. Before the transaction, the Mitchell Family LP held 69.6 percent of AAS stock. Another 26.1 percent was held by the Advantage Advisory Inc. Employee Stock Ownership Plan and Trust (“AAS ESOP”). Victor S. Mitchell and Anamaria F. Mitchell, both American citizens, each holds a 49.5 percent limited partnership interest in the Mitchell Family LP. Mr. Mitchell is also the 1 percent general partner in the Mitchell Family LP. Thus, Mrs. Mitchell had a 34.4 percent indirect interest in MTI; while Mr. Mitchell had a 35.1 percent indirect interest in MTI. The remaining 4.3 percent interest in AAS was held by two individuals.

As a result of the sale, stock interests amounting to a 75.72 percent interest in AAS were transferred to WCI, and the interest of the AAS ESOP was decreased to 24.28 percent. Two entities and two individuals have a ten percent or greater indirect interest in MTI because of their interest in WCI. Enhanced Colorado Issuer, LLC, a Delaware corporation with a 15.09 percent interest in WCI, has an 11.42 percent indirect interest in MTI. Coral Technology Partners VI, LP, a Delaware corporation, and Andrew M. Paul, a United States citizen, each holds a 27.16 percent interest in WCI and a 20.56 indirect interest in MTI. I. Ben Joseph has a 7.24 percent interest in WCI. Mr. Joseph

¹ As described on the website of the Wireline Competition Bureau, in 1999, as to domestic resale services, the Commission eliminated all entry certification filing requirements under Section 214 of the Communications Act, “Implementation of Section 402(b)(2)(A) of the Telecommunications Act of 1996,” CC Docket No. 97-11, FCC 99-104 (rel. June 30, 1999).

also holds 100 percent interest in ABJ, LLC, a Delaware limited liability company with an 11.26 percent interest in WCI. As a result Mr. Joseph has an indirect interest in MTI of 14 percent.

At the time the transaction was contemplated, the Applicants did not anticipate the need for filing a transfer of control application.² The Applicants realize that they should have filed an application for prior approval of the transfer of control of MTI's Section 214 authorization. Accordingly, through this application, the Applicants desire to remedy this situation, and seek *nunc pro tunc* approval of the transfer of control resulting from the sale of AAS.

To mitigate the effect of the transfer of control, Applicants intend that until this application is approved by the Commission, the sale of AAS will have no effect on the day to day operations of MTI. MTI will continue to operate under its Section 214 authorization. There will be no interruption of service to the public as a result of the ownership change. Accordingly, the public interest has not been and will not be adversely affected by the transfer of control of AAS.

According to the FCC's fee schedule, Fee Code CUT, a check in the amount of \$860 is attached. In support of this request, the following information is submitted as required by Section 63.04(a) of the Commission's rules.

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When MTI discovered it was required to obtain authority for the transfer of control of its domestic Section 214 authorization, it learned that it was not authorized to provide resold international communications service. Univance Telecommunications, Inc. ("UTI") was authorized to provide Global Resale Service. (Ref. File Number ITC-214-19971202-00752). UTI filed for bankruptcy on January 23, 2003. In April 2003, Advantage Telecom, Inc. ("ATI") acquired substantially all of UTI's assets, including UTI's core business of reselling long distance services. On May 20, 2003, ATI changed its name to MTI. Unfortunately, MTI just discovered that UTI's international 214 authorization was never assigned to ATI. Because UTI is no longer an active corporation with representatives able to sign an assignment application to MTI, concurrently with this application, MTI is filing electronically an application for a new international 214 authorization (Application Submission ID: IB2004000695).

II. Application for Transfer of Control of Domestic Section 214 Authorization

With reference to domestic Section 214 authority, the following information is submitted as required by Section 63.04(a) of the rules:

(1) The name, address and telephone number of each applicant;

Motion Telecom, Inc.
7101 S. Fulton Street, Suite 200
Centennial, CO 80112
(303) 784-5300

The Victor and Anamaria Mitchell Family Partnership,
a California Limited Partnership
8618 Colonial Drive
Lone Tree, CO 80124
(303) 905-1010

Wireless Channels, Inc.
11495 Redwood Ave.
Boulder, CO 80304
(303) 718-2543

(2) The government, state, or territory under the laws of which each corporate or partnership applicant is organized;

MTI is a corporation organized under the laws of Colorado. The Mitchell Family Partnership is a limited partnership organized under the laws of California. WCI is a corporation organized under the laws of Delaware.

(3) The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed;

Please direct any correspondence or inquiries to federal telecommunications counsel for the applicants:

Elizabeth R. Sachs
Lukas, Nace, Gutierrez & Sachs, Chartered
1111 19th Street, NW Suite 1200
Washington, DC 20036
(202) 857-3500

(4) The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one (1) percent);

MTI was and remains a wholly-owned subsidiary of AAS, 7101 S. Fulton Street, Suite 200, Centennial, CO 80112, a corporation organized under the laws of California whose principal business is wireless distribution.³ The FCC Registration Number ("FRN") assigned to AAS is 0010628535.

Pre Transfer of Control:

69.6 percent of AAS's stock was owned by the Mitchell Family LP, 8618 Colonial Drive, Lone Tree, CO 80124 organized under the laws of California. The principal business of the limited partnership is as a holding company.

Victor S. Mitchell and Anamaria F. Mitchell, United States citizens, residing at 8618 Colonial Drive, Lone Tree, CO 80124, each have a 49.5 limited partnership interest in the Mitchell Family LP. Mr. Mitchell is also the 1 percent general partner in the Mitchell Family LP. Thus, Mrs. Mitchell had a 34.4 percent indirect interest in MTI; while Mr. Mitchell had a 35.1 percent indirect interest in MTI. Mr. Mitchell is CEO and Chairman of Ricochet Networks, Inc. Mrs. Mitchell is a homemaker.

26.1 percent of AAS's stock was owned by the AAS ESOP, 7101 S. Fulton Street, Suite 200, Centennial, CO 80112 organized under the laws of Colorado.

Post Transfer of Control:

As a result of the AAS transaction, stock interests amounting to a 75.72 percent interest in AAS were transferred to WCI, and the interest of the AAS ESOP was decreased to 24.28 percent.

As stated above, the AAS ESOP has a mailing address of 7101 S. Fulton Street, Suite 200, Centennial, CO 80112. It is organized under the laws of Colorado. Its principal business is as an Employee Stock Ownership Plan and Trust. Its FRN is 0010643435.

³ See Exhibit 1 for a diagram of MTI's ownership prior to the sale and Exhibit 2 for the post-transaction ownership.

WCI, located at 1495 Redwood Avenue, Boulder, CO 80304, is a Delaware corporation. Its principal business is as a holding company. Its FRN is 0010628618.

There are four additional ten percent or greater indirect interest holders in MTI as a result of their interest in WCI : Enhanced Colorado Issuer, LLC; Coral Technology Partners VI, LP; Andrew M. Paul and I. Ben Joseph.

Enhanced Colorado Issuer, LLC has a 15.09 percent interest in WCI and a 11.42 percent indirect interest in MTI. It is organized under the laws of Delaware with a mailing address c/o David T. Orlandella, Managing Director, 6501 S. Fiddler's Green Circle, Suite 300, Greenwood Village, CO. Its principal business is as a holding company. Its FRN is 0010643476.

Coral Technology Partners VI, LP has a 27.16 percent interest in WCI and a 20.56 indirect interest in MTI. It is organized under the laws of Delaware and has a mailing address c/o Mark Headrick, 60 South Sixth Street, Suite 3510, Minneapolis, MN 55402. Its principal business is as a holding company. Its FRN is 0010628915.

Andrew M. Paul has a 27.16 percent interest in WCI and a 20.56 indirect interest in MTI. Mr. Paul is a United States citizen with a mailing address of 283 Pondfield Road, Bronxville, NY 10708. His principal business is investing. His FRN is 0010643518.

I. Ben Joseph has a 7.24 percent interest in WCI. Mr. Joseph also holds 100 percent interest in ABJ, LLC, a Delaware limited liability company, c/o I. Ben Joseph, Managing Member 1495 Redwood Avenue, Boulder, CO 80304. ABJ, LLC has an 11.26 percent interest in WCI. As a result, Mr. Joseph has a combined indirect interest in MTI of 14 percent. Mr. Joseph is a United States citizen with a mailing address of 493 Milford Road, Deerfield, IL 60015. His principal business is CEO and Chairman of AAS and its subsidiaries, including MTI. His FRN is 0010643500.

(5) Certification pursuant to §§ 1 2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 USC § 853.

No party to this application is subject to a denial of Federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988.

(6) A description of the transaction;

Please refer to the response to Section 63.04(a)(4). No interruption in service to the public will result from the transaction.

(7) A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area;

MTI resells intrastate and interstate long distance services, including private line, frame relay, switched and data services throughout the 48 states.

(8) A statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment;

Reference is made to the criteria specified in Section 63.03(b)(1)(i) as follows:

(b) Presumptive Streamlined Categories

(1) The streamlined procedures provided in this rule shall be presumed to apply to all transfer of control applications in which:

(i) Both applicants are non-facilities-based carriers. .

Applicants assert that the proposed transaction is eligible for presumptive streamlined treatment under Section 63.03(b)(1)(i) of the Commission's rules. The Applicants submit that they, including their affiliates, satisfy the terms of such rule as they are non-facilities-based carriers.

(9) Identification of all other Commission applications related to the same transaction;

As referenced in note 2, concurrently with this application, MTI is filing an application for a new international 214 authorization.

(10) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure;

Not applicable.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction;

None.

(12) A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.

As a result of this transaction, MTI continues to provide the high quality telecommunications services as previously offered. The transaction has no potential to harm the public interest or to impair competition in any local exchange or long distance toll markets.


III. Conclusion

As reflected herein, the Transferee is qualified to control the operations of MTI. Accordingly, grant of the instant application is consistent with public interest considerations.

[signature page follows]

Respectfully submitted,

MOTION TELECOM, INC.

By: 

Name: Mark Gritz

Title: Pres/COO

VICTOR AND ANAMARIA MITCHELL
FAMILY PARTNERSHIP

By: 

Name: Victor Mitchell

Title: General Partner

WIRELESS CHANNELS, INC.

By: 

Name: E. Ben Joseph

Title: CEO

Attorneys for the Applicants:

Elizabeth R. Sachs, Esq.

Marilyn S. Mense, Esq.

Lukas, Nace, Gutierrez & Sachs, Chartered

1111 19th Street, N W , Suite 1200

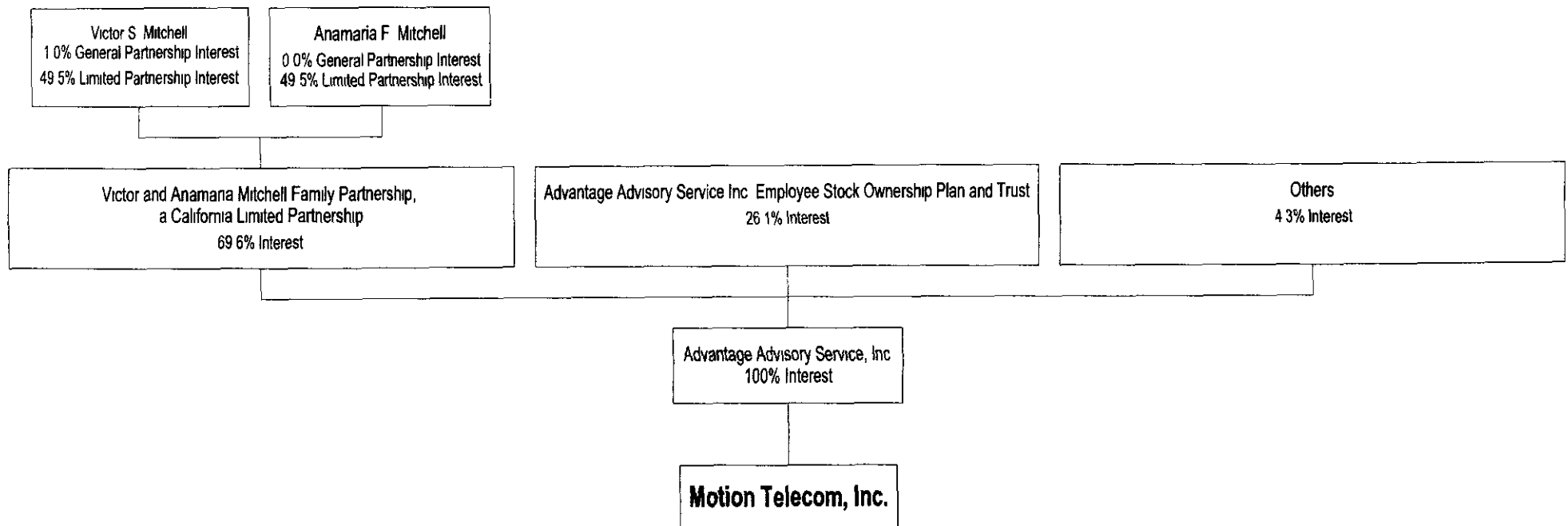
Washington, D.C. 20036

Phone: (202) 857-3500; E-mail: lsachs@fcclaw.com

Date March 31, 2004

Ownership Structure of Motion Telecom, Inc.

Before Transfer of Control



Ownership Structure of Motion Telecom, Inc.

After Transfer of Control

